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10

11 **UNITED STATES BANKRUPTCY COURT**
12 **NORTHERN DISTRICT OF CALIFORNIA**
13 **SAN FRANCISCO DIVISION**

14 In re
15 PG&E CORPORATION,
16 -and-
17 PACIFIC GAS AND ELECTRIC
COMPANY,
18 Debtors.

- 19 Affects PG&E Corporation
20 Affects Pacific Gas and Electric Company
21 Affects both Debtors

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

22
23 **DECLARATION OF HENRY
WEISSMANN IN SUPPORT OF SECOND
APPLICATION OF DEBTORS TO
AMEND ORDER PURSUANT TO 11
U.S.C. § 327(e) AND FED. R. BANKR. P.
2014(a) AND 2016 FOR AUTHORITY TO
RETAIN AND EMPLOY MUNGER,
TOLLES & OLSON LLP AS COUNSEL
FOR CERTAIN MATTERS**

1 Pursuant to 28 U.S.C. § 1746, I, Henry Weissmann, hereby declare as follows:

2 I am a partner at Munger, Tolles & Olson LLP (“**MTO**” or the “**Firm**”), located at 350 S.
3 Grand Ave., 50th Floor, Los Angeles, California 90071, and have been duly admitted to practice
4 law in the State of California and the United States District Courts in California.

5 I submit this declaration (“**Declaration**”) in support of Debtors’ *Second Application to*
6 *Amend Order Pursuant to 11 U.S.C. § 327(e) and Fed. R. Bankr. P. 2014(a) and 2016 for*
7 *Authority to Retain and Employ Munger, Tolles & Olson LLP as Counsel for Certain Matters* (the
8 “**Second Application to Amend**”), which is being filed contemporaneously herewith. This
9 Declaration also supplements my prior declarations that were filed on April 1, 2019 [Dkt. No.
10 1168], April 10, 2019 [Dkt No. 1301], June 14, 2019 [Dkt No. 2522], and September 18, 2019
11 [Dkt. No. 3929-1] in support of the Debtors’ initial application to retain MTO [Dkt. No. 1167] and
12 the first Application to amend the Retention Order [Dkt. No. 3929].¹

13 The Second Application to Amend seeks to amend the Retention Order to further clarify
14 and/or expand the scope of the Specific Matters in two respects.

15 First, the Debtors have retained MTO to represent them in responding to a petition for
16 modification of CPUC Decision 18-01-022, which concerns the Diablo Canyon Nuclear Power
17 Plant (“**DCNPP**”). The petition for modification, filed by the Alliance for Nuclear Responsibility,
18 asks the CPUC to evaluate the cost-effectiveness of DCNPP and to consider ordering PG&E to
19 shut down the plant before the end of its license period. While the Retention Order already
20 authorizes MTO to represent the Debtors in connection with CPUC matters, the Second
21 Application to Amend seeks to confirm that the DCNPP Matter falls within the scope of the
22 Specific Matters.

23 I believe that MTO is well qualified for this engagement. In addition to the qualifications
24 set out in my prior declarations, MTO previously represented a different utility in connection with
25 certain legal issues arising from the utility’s operation of a nuclear power plant in California.

26
27 _____
28 ¹ Capitalized terms used but not defined herein shall have the meaning given those terms in the
Application or the first Application to Amend.

1 MTO can draw upon this experience and other expertise in representing the Debtors in connection
2 with the DCNPP Matter.

3 Second, the Debtors seek authority to retain MTO as counsel in connection with any civil,
4 administrative, or criminal investigations or proceedings arising out of the recent Kincade wildfire
5 in Sonoma County, California. While the Retention Order and First Amended Retention Order
6 already authorize MTO to represent the Debtors in criminal or civil matters arising out of the
7 Northern California wildfires, the Debtors seek to clarify that MTO's authorized engagement
8 includes not only matters relating to prior wildfires but also matters arising from the Kincade
9 wildfire.

10 MTO's qualifications for this engagement are the same as its qualifications for its existing
11 representation of the Debtors in connection with the Northern California wildfires, as described in
12 more detail in my declaration in support of the Retention Application and the First Application to
13 Amend.

14 MTO will continue to undertake reasonable efforts to coordinate with other counsel to the
15 Debtors, including Cravath, to avoid any unnecessary duplication of work by counsel with respect
16 to this additional work as it has done with respect to the Specific Matters to date.

17 Based on reasonable inquiry, and subject to the disclosures in my earlier declarations,
18 MTO does not hold an interest that is adverse to the Debtors or their estates with respect to the
19 forgoing matters.

20 Executed within the United States.

21 DATED: October 30, 2019

By: _____ /s/ Henry Weissmann

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